Hrishikesh Arvind Mafatlal
Mafatlal Bunglow,10, Altamount Road, Cumballa Hill, Mumbai - 400026

Date: 28 March, 2019

To,
The Manager,

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai Street Mumbai- 400001 Scrip Code: 500730	**National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra(E), Mumbai-400051 Symbol: NOCIL

Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to the acquisition of 99.99% of paid up equity shares of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Sushripada is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company

You are requested to kindly take note of the above.

Hrishikesh Arvind Mafatlal

CC: NOCIL Limited
Mafatlal House, 3rd Floor,
H. T. Parekh Marg,
Backbay Reclamation,
Churchgate, Mumbai,
Maharashtra, 400020

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

PART A: Details of the Acquisition

Name of the Target Company (TC)	NOCIL Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mr. Hrishikesh Arvind Mafatlal		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/~~voting~~ capital wherever applicable(*)	% w.r.t. total diluted share/~~voting~~ capital of the TC (**)
Before the transfer under consideration, holding of acquirer <u>in Sushripada Investments Private Limited (Sushripada), a company which holds 5.42% of total equity capital of the Target Company</u> (Refer Annexure A for Shareholding of the Target Company):			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	**NIL**	**NIL**	**NIL**
Details of acquisition of shares by acquirer in Sushripada, which holds 5.42% of total equity share capital of the Target Company:	29,999	99.99%	99.99%

a) Shares carrying voting rights acquired b) VRs acquired otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL NIL NIL	NIL NIL NIL	NIL NIL NIL
e) Total (a+b+c+d)	**29,999**	**99.99%**	**99.99%**
After the acquisition, holding of acquirer in Sushripada, which holds 5.42% of the total equity share capital of the Target Company: a) Shares carrying voting rights b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	29,999 NIL NIL NIL	99.99% NIL NIL NIL	99.99% NIL NIL NIL
e) Total (a+b+c+d)	**29,999**	**99.99%**	**99.99%**
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer amongst 'Qualifying Persons' i.e immediate relatives, for re-organization/ realignment of shareholding (within the promoters and promoter group)		
Date of acquisition ~~of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC~~.	28 March, 2019		
Equity share capital / total voting capital of Sushripada before the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company		
Equity share capital/ total voting capital of Sushripada after the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company		

Total diluted share/voting capital of the Sushripada after the said transfer	Rs.30,00,000 (30,000 Equity Shares of Re. 100 each) of Sushripada, which holds 5.42% of the total equity share capital of the Target Company

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into Equity Shares of the TC.

Date: 28 March, 2019

Hrishikesh Arvind Mafatlal

Note:

The aforesaid transaction is undertaken as a part of re-organization/ realignment of shareholding within the promoters and promoter group. The said transaction is an inter-se transfer amongst immediate relatives by way of gift and as a result there is a change in the shareholding of Sushripada Investments Private Limited (Sushripada), which holds 5.42% of the equity share capital of NOCIL Limited, the Target Company. Since, the transfer of shares of Sushripada is inter-se amongst immediate relatives (being part of the promoters and promoter group of NOCIL Limited), there is no change in the voting rights or control of the promoters and promoter group, directly or indirectly over the Target Company. Further, there is no change in the shareholding pattern of the Target Company

Annexure A

Name of the Target Company - NOCIL Limited

	Shareholding Details	Before acquisition/ disposal shareholding			Details of shares acquired/ disposed			after acquisition/ disposal shareholding		
		Number of shares/ voting rights	% w.r.t total share capital/ voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	Number of shares/ voting rights	% w.r.t total share capital/ voting capital wherever applicable	% w.r.t total diluted share / voting capital of the TC	Number of shares/ voting rights	% w.r.t total share capital of TC	% w.r.t total diluted share / voting capital of the TC
a.	**Acquirer(s) and PACs (other than sellers)(*):**									
	Acquirer(s)/ Transferee(s):									
1	HRISHIKESH A MAFATLAL	1,77,900	0.11%	0.11%	-	-	-	1,77,900	0.11%	0.11%
b.	**Seller(s)/ Transferor(s):**									
1	PRIYAVRATA H. MAFATLAL	5,17,000	0.31%	0.31%	-	-	-	5,17,000	0.31%	0.31%
2	AARTI MANISH CHADHA	-	-	-	-	-	-	-	-	-
3	ANJALI KUNAL AGARWAL	-	-	-	-	-	-	-	-	-
c	**PACs (other than sellers/ transferors)**									
1	HRISHIKESH A MAFATLAL (as a trustee of the Hrishikesh A. Mafatlal family trust)	10,260	0.01%	0.01%	-	-	-	10,260	0.01%	0.01%
2	REKHA HRISHIKESH MAFATLAL	1,54,500	0.09%	0.09%	-	-	-	1,54,500	0.09%	0.09%
3	KRISHNADEEP ENGG PVT LTD	4,02,720	0.24%	0.24%	-	-	-	4,02,720	0.24%	0.24%
4	MAFATLAL INDUSTRIES LTD	2,52,59,059	15.28%	15.28%	-	-	-	2,52,59,059	15.28%	15.28%
5	SUREMI TRADING PVT LTD	2,03,69,204	12.32%	12.32%	-	-	-	2,03,69,204	12.32%	12.32%
6	SUMIL HOLDINGS PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
7	SHAMIR TEXCHEM PVT LTD	220	0.00%	0.00%	-	-	-	220	0.00%	0.00%
8	SUSHRIPADA INVESTMENTS PVT LTD	89,60,880	5.42%	5.42%	-	-	-	89,60,880	5.42%	5.42%
9	ARVI ASSOCIATES PVT LTD	26	0.00%	0.00%	-	-	-	26	0.00%	0.00%

Date: March 28, 2019

Place: Mumbai

Mr. Hrishikesh Arvind Mafatlal